**Constitution for Thames Eyot Residents’ Association**

**May 2015**

1. The name of the Association is **Thames Eyot Residents Association, hereinafter referred to as ‘the Association’, but also known as ‘TERA’.**
2. The Association covers the following blocks of flats and their grounds:  **Thames Eyot, Eyot Lodge, Poulett Lodge and Grove Lodge, Twickenham, in the London Borough of Richmond upon Thames.**
3. **The term ‘resident’ refers to those who are leaseholders and live at the property; those who rent their property; and those who are leaseholders that do not live at the property and are landlords.**
4. **The Aims of the Association are to:**

a) Represent the interests of all residents on matters of common interest.

b) Promote the interests and rights of residents and to encourage them to be actively involved.

c) Consult with the lessor and/or its managing agent.

d) Ensure that all residents are consulted and informed regularly.

e) Preserve and improve, where the lease permits, the amenities enjoyed by the residents; assist and promote social activities; and encourage a sense of responsibility and community.

f) Be non-party political.

g) Represent the majority view of the residents.

h) Take into account the views of children and young people who are not old enough to be voting members.

i) For the purposes of the aforesaid, to employ solicitors, counsel, accountants and other qualified professionals to advise the Association.

j) Undertake other tasks, ancillary to the preceding aims, as may seem desirable or necessary to the members of TERA.

1. **Equalities and Diversity: The Association will:**

a) Actively seek to promote equal opportunities within its membership.

b) Value diversity and promote good relations with all residents and not discriminate on the grounds of age, disability, race, faith, gender or sexual orientation.

d) Provide information on all the ways that members can contribute their views.

e) Represent the interests of all residents to the best of its ability, and carry on the day to day business of the Association in an efficient, fair, inclusive and responsive way.

f) Provide all new members with appropriate information.

1. **Membership**

a) Membership of the Association is open to all residents as defined in (3) above who are aged 18+.

b) Every member shall be able to request a copy of the constitution, contact details for Committee members, details of any planned meetings and how to include an item on an agenda.

c) The membership fee will be decided and reviewed at the Annual General Meeting (AGM). Any money raised by, or on behalf of, the Association will be used to further its aims.

d) No officer or member shall take a fee from the Association for their involvement.

e) Voting membership will end when a member ceases to be a resident, resigns or fails to renew membership.

f) In the event of breaches of the Constitution or Code of Conduct, membership of the Association can be suspended or ended by a majority vote of the Committee (of those present).

g) Notification of suspension of a member must be given in writing to the member with a copy of the Constitution attached.

h) Honorary membership may be granted, but they shall have neither rights nor obligations, except that they will have the right to attend and speak, but not vote, at any AGM of the Association.

1. **Appeals**

a) Any member who has been suspended or had their membership terminated shall have the right to appeal. If a member wishes to appeal they have the right to ask the Secretary to arrange a special meeting to hear their appeal.

b) Appeals must be made to the Secretary within twenty eight (28) days of receipt of the letter suspending them. A special meeting must be held to hear the appeal within twenty one (21) days of the Secretary receiving notification from the member.

c) The appeals panel shall include at least three ordinary members of the Association who are not on the Committee as well as a lesser number of Committee Members

d) Any member appealing suspension shall have the right to bring a third party and also, if they wish, to be represented by the third party.

e) The decision of the appeals panel shall be binding on both parties.

1. **Code of Conduct**

a) Members shall conduct themselves in a manner that will not cause offence to others. Harassment, bullying, intimidation, or discriminatory behaviour will not be tolerated and will be grounds for suspension of individual members. The Chairperson and Committee members have the right to warn the member(s) of their behaviour. If they persist they will be suspended until further notice.

b) It is a condition of membership that members at all times conduct themselves in a reasonable manner at meetings or in premises used by the Association. A member may be suspended from the Association for failure to observe this, or for any other conduct not in line with the aims of the Association.

c) All Committee and Association members must comply with the Constitution and Code of Conduct at all times. Any serious breach of the Constitution or Code of Conduct may result in Committee members, following a majority vote of the Committee, being asked to resign and if appropriate, membership will be terminated.

d) Members must never personalise issues, and should be willing to recognise that everybody is entitled to express their point of view without unduly preventing progress of discussion.

e) Voters should always be prepared to accept the majority decision and not take such a decision as any form of personal slight or criticism.

f) Members cannot receive any payment from the Association other than for bona fide expenses, agreed by the Committee and approved in advance. Expense claims must be submitted to the Treasurer.

g) Members must never use their position to seek preferential treatment for themselves, their family or relatives. Nor should they use their position to be treated more or less favourably when requesting services from the managing agents or other organisations.

h) Committee members must not divulge any Association business which is treated as confidential to other persons or organisations.

i) Statements to the media or other organisations on behalf of the Association should be made by the Chairperson or Committee members with the prior approval of the Committee.

j) Correspondence sent on behalf of the Association must be signed by the Secretary or Chairperson, agreed by the Committee and kept on file by the Secretary

k) Any resident who feels that they have not been treated fairly and equally by the Association can raise this with the Committee who will respond within twenty eight (28) days.

l) Any complaints received about the conduct of the Association or individual members will be taken to the Committee who will respond within twenty eight (28) days. The Committee will only deal with complaints that relate to the activities of the Association and its members in relation to the Constitution and Code of Conduct. Committee members will not deal with neighbour or inter-personal disputes in the area.

1. **The Committee**

a) The Committee shall monitor the work, finances and membership of the Association.

b) The Committee will produce and update a simple action plan throughout the year to be used to prepare an Annual Report to members at the AGM.

c) The Committee shall have a minimum of the following officers: a Chairperson, Secretary and Treasurer. The Committee shall have the power to appoint if they wish a Vice-Chairperson, Vice-Secretary, Vice-Treasurer and other officers as the Committee thinks appropriate to undertake its business. Committee members shall be elected at an AGM. The Committee will also include a named person or persons that the Council and other local agencies can contact for consultation.

d) Committee members shall be elected at an AGM. At each AGM, all Committee members shall resign, but shall be deemed to be re-elected, if willing to act, and in the absence of other nominees.

e) The Committee shall have a minimum of five (5) and a maximum of ten (10) members at any one time.

f) There shall be only one Committee member per household.

g) The Committee may appoint sub-committees to carry out the activities of the Association. Sub-committees shall be directly accountable to the Committee. The Committee will agree in advance the terms of reference for any sub-committees, which may then act and apply any finance raised within these terms. At least one Committee member shall sit on any sub-committee of the Association.

h) All sub-committees shall keep proper accounts and records of all meetings to be made available as required to the Committee or AGM. The Committee or AGM may dissolve any sub-committees. Any accounts, records or assets of the sub-committee will pass to the Committee.

i) The Committee may appoint individuals to carry out specific ad-hoc and time limited activities of the Association. Any individual shall be directly accountable to the Committee and will report back all work to the Committee (or a Committee Member as designated by the Committee). The Committee will agree in advance the terms of reference for any individuals, who shall not pass on any information about their activities other than back to the Committee.

j) Any vacancies on the Committee may be filled by co-opting members with full voting rights until the next AGM.

k) Committee members shall declare any potential conflict of interest and withdraw from discussion and voting where appropriate.

l) The quorum for Committee Meetings shall be 50 percent of committee members. This quorum should also be applied when making decisions other than at Committee meetings.

m) The Committee has the power to make decisions using electronic media outside of Committee meetings. Any vote held by electronic or other means must be logged and recorded by the Secretary and minuted at the next meeting (AGM, EGM or Committee).

n) Committee meetings may be called by the Chairperson and Secretary, or at the request of one third of committee members. At least seven (7) days’ notice must be given.

o) A minimum of three (3) Committee meetings will be held in each calendar year.

p) All Committee meetings are open to all members as observers, however, they are unable to vote.

1. **Duties of the officers**

a) All the officers of the Association have a duty to further all the aims of the Association.

b) The Chair shall conduct the meetings of the Association, if the Chair is absent, the Vice-Chair or other committee member will take over.

c) The Secretary is responsible for convening all meetings and giving the relevant notice to members. The Secretary shall ensure that a proper record is kept of all meetings of the Association, its committees and sub-committees in the form of minutes. The Secretary shall keep a record of all correspondence, consultation and activities carried out on behalf of the Association, and provide them as required by the Committee or AGM or EGM. The Secretary shall maintain a register of Committee members and paid up members of the Association, in conjunction with the person responsible for membership; typically the Membership Secretary.

d) The Treasurer shall oversee all banking and financial arrangements outlined in **part 16 Finance**, be responsible for keeping proper accounts of income and expenditure and report on the Association’s financial matters to the Committee and AGM.

e) Any expenditure over £50 must be agreed by two Members of the Committee and recorded and all cheques must be signed by the Treasurer and one other Committee member.

f) Any officer delegated to represent the Association in consultation with any other body shall act on the instructions of the Association and shall report back to the Committee or AGM whichever is the sooner.

g) The named officer for consultation will be responsible for ensuring that when responses are made they are representative of the views of the Association and not those of an individual. The named officer will keep a record of responses and provide them as required by the Committee or AGM.

1. **Meetings: Annual General Meetings (AGM)**

a) The Association shall hold an AGM once each calendar year and not more than fifteen months shall pass between one AGM and the next.

b) The AGM shall:

* Agree the minutes of the last AGM
* Receive an Annual Report from the Committee
* Present a statement of accounts to members
* Elect Committee members
* Agree rates for membership fees (if any)
* Vote on amendments to the Constitution
* Consider any resolution put forward by members

c) Any member aged 18 and over shall be entitled to stand for election to the Committee.

d) Nominations for the Committee must be received by the Secretary in writing at least three days before the meeting, unless the Committee makes a decision to accept nominations at the AGM.

e) Nominees should be present at the AGM unless they are unable to attend due to illness, holiday, etc. at the discretion of the Committee. The Secretary must be informed before the meeting.

f) All members must receive in writing not less than seven (7) days, notice of the AGM. Notice of the AGM shall be displayed on public notice boards in the Association’s blocks of flats.

1. **Extraordinary General Meetings (EGM):**

An (EGM) may be called by the Committee or if requested by at least twenty (20) percent of the members.

1. **AGM and EGM Meetings: Procedures**

a) These are open to all residents and everyone present is entitled to vote (one vote per member) on proposals put forward.

b) Decisions of the AGM or EGM shall be binding on the Committee.

c) At least seven (7) days’ notice shall be given for an AGM or EGM. Notification of meetings shall be by way of a notice in the lobbies/noticeboards of each block of flats.

d) The quorum for an AGM or EGM shall be a minimum of ten (10) people, including Committee members.

e) If a member believes an item to be of a confidential nature this must be made known to the Chairperson before commencement of business. The Committee must decide if the item is to be discussed in a closed session at the end of the AGM or EGM.

1. **Voting**
2. Decisions at an AGM or EGM (except those dealing with alterations to the constitution) shall be taken by a simple majority of those voting by a show of hands, including any proxy votes.
3. On matters that require agreement from the freeholders or their managing agents, voting is restricted to members of TERA who are resident or non-resident leaseholders. On any other matters, all members of TERA are permitted to vote.
4. The named proxy must be a general Committee member. The Secretary must be informed of the proxy not later than three (3) days before the meeting.
5. In the event of a tie of the vote, the chairperson of the meeting shall have the casting vote. The Chairperson of the meeting shall not otherwise vote on any resolution
6. A counted vote is needed and the numbers shall be counted and recorded in the minutes.
7. Alterations to the Constitution require a two-third majority of those present or by proxy and voting at an AGM. Full details of proposed changes must be circulated five (5) days before the next AGM.
8. Any conflict of interest must be declared. A member who declares a conflict of interest should then withdraw from the discussion and voting on the issue in question.
9. **Minutes**
10. All formal meetings must be minuted, including any decisions made via electronic means in-between meetings and the minutes formally approved by the next meeting (Committee or AGM/EGM)
11. **Finance**

a) An accurate record of income and expenditure must be produced each year at the AGM to be made available to all members on request.

b) Accounts should be open to inspection by members on request

c) An accurate record of income and expenditure for each year to 30th November must be produced at the AGM, to be made available to all members on request.

d) All monies raised by or on behalf of the Association shall be applied to further the aims of the Association and for no other purpose.

e) The Association will carry out any appropriate external scrutiny and/or audit of the accounts as required by current legislation.

f) Bank account(s) must be opened in the name of the Association. Cheques, transfers and other banking instruments or instructions shall be signed by the Treasurer and at least one (1) other signatory who must also be members of the Committee.

g) Signatories must not be related to, or be members of, the same household.

h) Proper records of all transactions including authorisation to expend and petty cash transactions must be kept.

i) Finances raised for or on behalf of any sub-committee must be applied only within the terms agreed by the Association Committee.

j) The Committee is not authorised to incur any overdraft.

1. **Dissolution**

The Committee, or if a Committee no longer exists, a majority of remaining members of the Association, can propose that the Association should be dissolved. They must give at least fourteen (14) days’ notice to all eligible members that a meeting is taking place proposing to dissolve the Association. For the sole purpose of dissolution a quorum need not apply, and the Association may be dissolved by a two-thirds majority of those present. Any assets remaining after settling any liabilities shall be applied in accordance with the aims of the Association.